

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1954)

ROBERT W ALVORD  
CHARLES T KAPPLER  
JOHN H DOYLE  
RICHARD N BAGENSTADT  
JAMES C MARTIN, JR

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
618 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

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16684

RECORDATION NO

FILED 1425

OF COUNSEL  
URBAN A LESTER

TABLE ADDRESS  
ALVORD

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440367 A AND A

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(202) 393-2156

DEC 28 1989 - 10 05 AM  
December 28, 1989

9-362A028

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

DEC 28 1989 - 10 05 AM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies each of five (5) related primary documents described as 1) Assignment and Purchase Agreement (1989-I) dated as of December 1, 1989 ("Assignment I"), 2) Assignment and Purchase Agreement (1989-II) dated as of December 1, 1989 ("Assignment-II"), 3) Memorandum of Trust Indenture and Security Agreement dated as of December 1, 1989 ("Security Agreement"), 4) Memorandum of Trust Agreement dated as of December 1, 1989 ("Trust Agreement") and 5) Memorandum of Equipment Lease dated as of December 1, 1989 ("Lease").

The names and addresses of the parties to the enclosed documents are:

New No. - A  
Assignment I and Assignment II

Assignor: Occidental Chemical Corporation  
Occidental Tower  
5005 LBJ Freeway  
Dallas, TX 75244

Assignee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21201

\* Two copies of documents 1) and 2).

Ms. Noreta R. McGee  
December 28, 1989  
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Trust Agreement:

- C Trustor: Ford Motor Credit Company  
c/o United States Capital Equipment  
Fairlane Plaza South, Suite 700  
330 Town Center Drive  
Dearborn, MI 48126

Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Lease

- D Lessor: The Connecticut National Bank, as Owner Trustee  
777 Main Street, MSN 238  
Hartford, CT 06115

Lessee: Occidental Chemical Corporation  
Occidental Tower  
5005 LBJ Freeway  
Dallas, TX 75244

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of <sup>#75</sup>~~\$60~~ payable to the order of the Interstate Commerce Commission covering the required recordation fee.

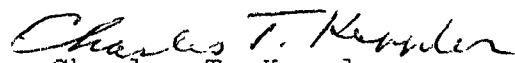
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

Ms. Noreta R. McGee  
December 28, 1989  
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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989-I) between Occidental Chemical Corporation ("Occidental"), Assignor, and The Connecticut National Bank, Owner Trustee ("CNB"); Assignment and Purchase Agreement (1989-II) between Occidental, Assignor, and CNB; Memorandum of Trust Indenture and Security Agreement between CNB and Mercantile-Safe Deposit and Trust Company, Indenture Trustee; Memorandum of Trust Agreement between Ford Motor Credit Company, Trustor, and CNB; and Memorandum of Equipment Lease between CNB, Lessor, and Occidental, Lessee, each dated as of December 1, 1989, covering railcars.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

16684/7  
RECORDATION NO. \_\_\_\_\_ FILED 123

DEC 28 1989 - 10 05 AM  
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT LEASE

THIS MEMORANDUM OF EQUIPMENT LEASE is made and entered into as of the 1st day of December, 1989 by and between The Connecticut National Bank ("Lessor"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115, and Occidental Chemical Corporation ("Lessee"), having its principal offices at Occidental Tower, 5005 LBJ Freeway, Dallas, Texas 75244:

WITNESSETH:

Pursuant to an Equipment Lease Agreement dated as of December 1, 1989, Lessor has leased to Lessee all equipment described in Appendix A hereto and Lessee has granted a security interest in all subleases of all such equipment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as Owner Trustee,  
as Lessor

By: 

Name: W.L. Casriel

Title: \_\_\_\_\_

OCCIDENTAL CHEMICAL CORPORATION,  
as Lessee

By: 

Name: R. B. Casriel

Title: Vice President and Treasurer

State of New York )  
 ) ss.  
County of New York )

BEFORE ME, the undersigned notary, on this day personally appeared [Signature], to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a [Signature] of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease was the free act and deed of said Lessor.

15 GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1989.

[SEAL]

[Signature]  
NOTARY PUBLIC

My Commission Expires:

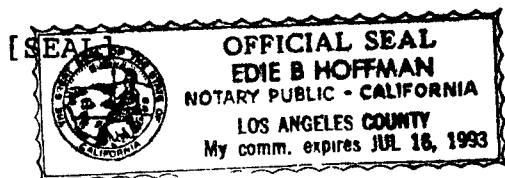
DANIEL RIOS  
Notary Public, State of New York  
No. 43-4017406  
Qualified in Westchester County  
Commission Expires Jan 10, 1990

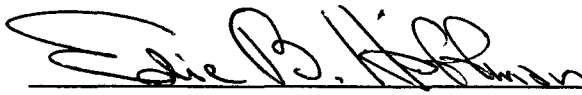
                      
Date

State of California )  
County of Los Angeles ) ss.

BEFORE ME, the undersigned notary, on this day personally appeared R. B. Casriel, to me personally known or so proven to be, who, being by me duly sworn, says that he is the Vice Pres. & Treasurer of Occidental Chemical Corporation, a New York corporation ("Lessee"), that the above Memorandum of Equipment Lease was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he acknowledged that the execution of the foregoing Memorandum of Equipment Lease was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this  
12th day of December, 1989.



  
NOTARY PUBLIC

My Commission Expires:

July 16, 1993  
Date

SCHEDULE A

1155 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
242	Trinity Industries, Inc.	OCPX 70401 - OCPX 70642
349	Union Tank Car Company	HOKX 111351 - HOKX 111699
514	ACF Industries, Inc.	HOKX 132401 - HOKX 132914
50	Gulf Railcar, Inc.	HOKX 111301 - HOKX 111350